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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

27/2/69

FILING STATEMENT NO. 1677.
FILED, MARCH 5th, 1969.

TEX-SOL EXPLORATIONS LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario by Letters Patent dated August 28, 1946

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1167, and Amending Filing Statement No. 257

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

CONTROL BLOCK:

As reflected in previous filings, the promoter of Tex-Sol Explorations Limited is Prosser Investments Limited which owns a block of free and escrowed shares, which has been recognized as a "control block". Previous to January 1, 1968, Prosser was owned equally by Allan B. Block and George D. Richmond, both of Toronto. George D. Richmond died in January, 1968, and his half interest in Prosser devolved upon his Administratrix, Joan M. Richmond. In January, 1969, Allan B. Block purchased from Joan M. Richmond as Administratrix the half interest in Prosser previously owned by George D. Richmond, and thereby became the sole beneficial owner of Prosser.

By an agreement dated January 31, 1969, Messrs. V. N. Harbinson, Vernon Oille, F. Dale Corman, W. L. Matthews and D. R. Wilson each agreed to purchase from Prosser Investments Limited 63,500 free shares and 27,500 escrowed shares of Tex-Sol Explorations Limited at the price of 21.5 cents per share, subject to the acceptance of notice thereof by The Toronto Stock Exchange and the Canadian Stock Exchange.

By a further agreement dated January 31, 1969, Allan B. Block agreed to purchase from Prosser Investments Limited its remaining holdings in Tex-Sol Explorations Limited, namely, 110,699 free shares and 27,500 escrowed shares at the price of 20 cents per share, subject to the same condition. Reference is made to Item 15 hereof for particulars as to the shareholdings which will result.

CHANGE IN MANAGEMENT CONTROL:

It is proposed that the officers and directors of the Company will change in order to reflect the sale of the "control block" as aforesaid. Refer to Item 3 hereof for particulars as to the proposed officers and directors.

2. Head office address and any other office address.

The present head office of the Company is at Suite 403, 62 Richmond Street West, Toronto, Ontario. Upon the changes in the board of directors referred to herein taking place, the location of the head office of the Company will be suite 607, 80 Richmond Street West, Toronto, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	The names, addresses and chief occupations of the present directors and officers are as follows: President & Director --ALLAN B. BLOCK, 21 Dale Avenue, Toronto, Ontario, Executive; Secretary-Treasurer & Director -- W. A. PERRY 1382 Glenburnie Drive, Port Credit, Ontario, Self-employed Public Relations Consultant Vice-President and Director -- E. G. READE, R. R. No. 3, King, Ontario, Public Relations Officer Director -- DOUGLAS WIDDESS, 147 Roxborough Street East, Toronto, Ontario, Entertainment Consultant and agent. Director -- vacancy Upon the closing of the purchase and sale of the shares referred to in Item 1 hereof, it is proposed that the officers and direct rs of the Company will be as follows: President & Director -- V. N. HARBINSON, 10 Benvenuto Place, Apartment B2, Toronto 7, Ontario, Mining and Oil Executive Vice-President & Director -- ALLAN B. BLOCK, 21 Dale Avenue, Toronto, Ontario, Executive Vice-President (Mining) & Director -- D. R. WILSON, 11 Maytree Road, Willowdale, Ontario, Mining Engineer Treasurer & Director -- VERNON A. OILLE, 1 Rosedale Road, Apartment 308, Toronto 5, Ontario, Mining Engineer Secretary & Director -- F. DALE CORMAN, 5090 Lakeshore Road, Burlington, Ontario, Geologist Assistant Secretary -- MRS. K. J. ANDERSON, 24 Belmont Street, Toronto 5, Ontario, Secretary NOTE: Messrs. Harbinson, Wilson, Oille and Corman above-named are each acting on their own behalf and with their own funds.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: $5,000,000 divided into 5,000,000 shares of the par value of $1 each Issued & outstanding: 2,400,001 shares
5. Particulars in respect of any bonds, debentures,notes,mortgages,charges, liens or hypothecations outstanding.	none
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	none
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	not applicable

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There is no underwriting or property acquisition outstanding at the present time and accordingly this item is not applicable. However, in connection with the purchase and sale of the shares referred to in Item 1 of this Filing Statement, Mr. Charles Frileck, Apartment 704, 3311 Bathurst Street, Toronto, Ontario will be paid a commission of $6,000.00 out of the purchase price for the shares to be sold of Prosser Investments Limited.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	After a review of the present holdings of the Company the new Officers and directors will formulate the future development plans of the Company and, in the event that such plans represent a proposed change in the affairs of the Company, an amendment to this Filing Statement will be filed to disclose the same. NOTE-Refer to Schedule "A".
10. Brief statement of company's chief development work during past year.	During the past year the Company has carried on no development work. The Company has examined a prospect in Mexico, including reconnaissance exploration work, at a total cost (including travelling expenses) of approximately $4,000.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	not applicable
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	not applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	165,000 shares are held in escrow subject to release on the prior written consents of The Toronto Stock Exchange, the Canadian Stock Exchange and the Directors, and subject to transfer, hypothecation or other alienation within the escrow on the prior written consents of The Toronto Stock Exchange and the Canadian Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Prosser Investments Limited 165,000 shares Suite 403 62 Richmond Street West Toronto, Ontario NOTE: Prosser is, at the present time, the beneficial owner of all the foregoing shares. Upon the completion of the transactions of purchase and sale referred to in Item 1 hereof the above escrowed shares will be owned by the six purchasers referred to therein in the amounts set out in Item 15 hereof.

SCHEDULE "A"

607
80 RICHMOND STREET WEST
TORONTO 1, CANADA

TEL. 364-3182
CABLE: PROMANS

March 3, 1969

The Toronto Stock Exchange,
234 Bay Street,
Toronto 1, Ontario

Dear Sirs:

Re: Tex-Sol Explorations Limited

It is the intention of the new group of directors of Tex-Sol Explorations Limited, providing it is acceptable by the regulatory bodies concerned, to:

1. Review the previous work done on the estimated ore reserves in order to assess the economic potential in light of present conditions in the iron ore market;

2. Investigate the advisability of further exploration, including diamond drilling, on the iron ore zone, firstly with a view to confirm grade and secondly with a view to expand the ore reserve;

3. Review the remaining properties in the company's portfolio to assess their potential.

Yours very truly,

V. Noble Harbinson

VNH:kja

FINANCIAL STATEMENTS

LAVENTHOL KREKSTEIN HORWATH & HORWATH

AUDITORS' REPORT

To the Shareholders of
Tex-Sol Explorations Limited

We have examined the balance sheet of Tex-Sol Explorations Limited as at December 31, 1968 and the statements of preproduction expenditures, deficit and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion these financial statements present fairly the financial position of the company as at December 31, 1968 and its activities and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Laventhol Krekstein Horwath & Horwath

Toronto, Ontario,
January 16, 1969.

Chartered Accountants.

TEX-SOL EXPLORATIONS LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

ASSETS	December 31 1968	December 31 1967
Current:		
Cash and short-term deposit	$ 157,674	$ 142,599
Accrued interest	716	1,010
Canada savings bond, at cost	-	25,000
Advance on geophysical surveys	-	1,000
Miscellaneous receivables	460	200
	158,850	169,809
Mining claims (see note)	126,752	126,252
Deferred expenditures and other assets:		
Preproduction expenditures	686,380	676,211
Shares in another mining company, at written down value	1	1
	686,381	676,212
	$ 971,983	$ 972,273
LIABILITIES		
Current:		
Accounts payable	$ 957	$ 734
SHAREHOLDERS' EQUITY		
Capital:		
Authorized: 5,000,000 shares $1 par value		
Issued and fully paid: 2,400,001 shares at par value less $1,900,999 discount thereon	499,002	499,002
Contributed surplus - arising from reduction of capital stock in 1964	776,007	776,007
	1,275,009	1,275,009
Deficit	303,983	303,470
	971,026	971,539
	$ 971,983	$ 972,273

See accompanying note

Approved on behalf of the
Board of Directors:

. . . . . (Director)

W. A. Perkins (Director)

TEX-SOL EXPLORATIONS LIMITED

STATEMENT OF PREPRODUCTION EXPENDITURES

	Year Ended December 31, 1968	1967
Exploration and development:		
Gaulin Township, Quebec:		
Geophysical and geological surveys	$ 2,635	$ 4,704
Engineer's fees and expenses	-	1,272
Miscellaneous	300	111
	2,935	6,087
Other properties:		
Government fees and licenses	1,421	1,263
Engineering fees and expenses	448	497
Miscellaneous	232	-
Engineering fees, travelling and other expenses - investigation of property prospects in Mexico	3,919	-
	6,020	1,760
Total exploration expenditures for the year	8,955	7,847
Administrative and general:		
Head office accommodation, accounting and secretarial services	3,000	3,000
Legal and audit fees	3,803	865
Transfer agent's fees and expenses	1,229	1,541
Annual report and shareholders' meeting expenses	1,320	1,251
Directors' fees	950	500
Stock exchange fees	200	200
Miscellaneous expenses	804	624
	11,306	7,981
Less interest income	9,579	7,099
Net administrative and general expenditures for the year	1,727	882
Total net expenditures for the year	10,682	8,729
Balance deferred at beginning of year	676,211	710,107
	686,893	718,836
Deduct expenditures written off to deficit:		
On claims written down to nominal value	148	32,723
Administrative expenditures apportioned thereto	-	9,405
Investigation of property prospects	365	497
	513	42,625
Balance deferred at end of year	$686,380	$676,211
Summary of expenditures deferred:		
Exploration and development:		
Bourlamaque Township, Quebec	$122,158	$121,820
Avis Lake Area, Ontario	447,961	446,711
Gaulin Township, Quebec	9,022	6,087
	579,141	574,618
Investigation of property prospects - Mexico	3,919	-
Administrative and general	103,320	101,593
	$686,380	$676,211

STATEMENT OF DEFICIT

	Year Ended December 31 1968	1967
Balance at beginning of year	$303,470	$231,749
Additions during year:		
Cost of claims abandoned or written down	-	29,096
Exploration and administrative expenditures written off	513	42,625
Balance at end of year	$303,983	$303,470

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

	Year Ended December 31 1968	1967
Source of funds	$ nil	$ nil
Application of funds:		
Exploration, general and administrative expenditures	10,682	8,729
Payments to acquire option on mining claims	500	1,250
	11,182	9,979
Decrease in working capital	(11,182)	(9,979)
Working capital at beginning of year	169,076	179,055
Working capital at end of year	$157,894	$169,076

TEX-SOL EXPLORATIONS LIMITED

NOTE TO FINANCIAL STATEMENTS

DECEMBER 31, 1968

Mining claims:	1968	1967
10 unpatented claims in Bourlamaque Township, Quebec, acquired for 200,000 shares of capital stock (as presently constituted)	$100,000	$100,000
124 claims held under lease, Avis Lake Area, Ontario, acquired for cash	25,000	25,000
9 unpatented claims, Porcupine Mining Division, Ontario, acquired for cash (written down to nominal value in 1967)	1	1
17 unpatented claims, Porcupine Mining Division, Ontario, acquired for 200,000 shares of capital stock and $7,500 cash (written down to nominal value in 1967)	1	1
25 unpatented claims in Gaulin Township, Quebec, (see note below)	1,750	1,250
	$126,752	$126,252

The company paid $1,750 to acquire an option on the 25 unpatented claims in Gaulin Township, Quebec.

In order to exercise the option the company must, on or before March 22, 1969, incorporate a new mining company with an authorized capital of 3,000,000 shares and cause the claims to be transferred to the new company. Of the share consideration to be issued by the new company for the claims, 150,000 shares will be issued to the optionor.

Statement of Source and Application of Funds

From January 1st, 1969 to February 20th, 1969

- Unaudited -

Source of Funds			Nil
Application of Funds			
Exploration expenditures:			
Government fees		$313	
Administrative expenditures:			
Head office accommodation, accounting and secretarial services	$ 450		
Legal and audit fees	175		
Transfer agent's fees and expenses	759		
Miscellaneous	143		
	$1,527		
Less - interest income	1,420	107	$ 420
Decrease in working capital			$ (420)
Working capital at beginning of period			157,894
Working capital at end of period			$157,474

Approved on behalf of the Board of Directors:

_____ **Director**

_____ **Director**

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state

Prosser Investments Limited Suite 403 62 Richmond Street West Toronto, Ontario	463,500
Thomson and McKinnon 55 Yonge Street, Toronto, Ontario	169,726
Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario	81,643
A. E. Osler & Company Limited 11 Jordan Street, Toronto, Ontario	80,300
W. D. Latimer 199 Bay Street Toronto, Ontario	32,800

NOTE: The Company is not aware of the beneficial ownership of the above shares which are registered in the names of brokers, except to the extent that Prosser Investments Limited is at the present time the beneficial owner of 428,199 free shares and 165,000 escrowed shares of the Company. Following the completion of the transactions of purchase and sale referred to in Item 1 hereof, the names, addresses and shareholdings of free and escrowed shares of the proposed owners of the said block of shares will be as follows:

	FREE	ESCROWED	OTHER PURCHASES**
V. N. Harbinson 10 Benvenuto Place Apt. B2, Toronto 7, Ontario	63,500	27,500	nil
Vernon A. Oille 1 Rosedale Road Apartment 308 Toronto 5, Ontario	63,500	27,500	nil
F. Dale Corman 5090 Lakeshore Road Burlington, Ontario	63,500	27,500	nil
D. R. Wilson 11 Maytree Road Willowdale, Ontario	63,500	27,500	nil
W. L. Matthews 247 Forest Hill Rd. Toronto, Ontario	63,500	27,500	nil
Allan B. Block 21 Dale Avenue Toronto, Ontario	110,699	27,500	nil

* The sale from Prosser to Allan B. Block of these shares does not represent a change in beneficial ownership, as Allan B. Block is the sole beneficial shareholder of Prosser Investments Limited.

** This column gives price of any purchases of shares of Tex-Sol Explorations Limited from January 31, 1969 to the date hereof.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person or company, to the knowledge of the signatories hereto, who beneficially holds sufficient shares to materially affect control of the Company. At the present time, Prosser Investments Limited is the largest known beneficial owner of securities. The shares now owned by Prosser are proposed to be sold to the six purchasers referred to in Item 1 hereof, whose shareholdings will be as set out in Item 15. This group of shareholders, even if acting together, would not hold sufficient shares to control the Company. The said group of shareholders, however, by virtue of their proposed positions as the officers and directors of the Company, may be in a position to materially affect control of the Company through proxy solicitation.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	none
18. Brief statement of any lawsuits pending or in process against company or its properties.	none
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Agreement dated March 22, 1967 between Gerald J. Callahan, prospector, as optionor, and the Company as optionee, providing for an option to the Company to purchase 25 mining claims in Gaulin Township, Temiscamingue County, Quebec. In the event of the exercise of the option, the Company must incorporate a new mining company to hold the property and cause to be issued or transferred to Callahan 150,000 vendor shares. The option expires March 22, 1969.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. None of the shares of the Company are in the course of primary distribution to the public.

DATED February 21, 1969

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

TEX-SOL EXPLORATIONS LIMITED

"A.B. Block" Per: _____ CORPORATE SEAL

"W.A. Perry" Per: _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

_____

_____

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THE TORONTO STOCK EXCHANGE

2/7/69

FILING STATEMENT NO. 1702.
FILED, JULY 11th, 1969.

TEX-SOL EXPLORATIONS LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario on August 28, 1946

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1677.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

By an agreement dated May 8, 1969, the Company acquired from Harry J. Sykes and James R. Keighley, American Mining Engineers, the option to purchase twelve mineral concessions located along the Tipuani River in Bolivia. The option is exercisable in full on or before July 6, 1969, and involves a total purchase price of $76,000 of which $30,000 will be payable to Sykes and Keighley to reimburse them for monies already paid to the property owners, Messrs. Mercado and Del Villar, of La Paz, Bolivia, under a certain purchase agreement, and the remainder of $46,000 to said property owners.

Under the said agreement the Company has committed itself to make the following default payments in the event that the option is not fully exercised: $10,000 was to be payable to Sykes and Keighley if the Company elected to surrender the option and gave notice on or before June 18, 1969 (which was not done) and $20,000 is payable if the Company elects to surrender the option and gives notice thereof after June 18, 1969, and before the expiry of the option. In the result, Tex-Sol will now be obligated to pay $20,000 to Sykes and Keighley if the option is not exercised or $76,000 if the option is exercised. All payments provided for under the agreement, whether default payments in the event of non-exercise or purchase price payments in the event of exercise, depend upon good title to the property.

The agreement of May 8, 1969, provides that so long as Tex-Sol holds under option or owns any mining tenements on or adjoining the Tipuani River, any dealings of Sykes or Keighley in connection with mining tenements in that area shall be for the benefit of Tex-Sol, at its election, and shall be available at cost. Under this provision two further mineral concessions in the immediate area of the twelve mineral concessions specifically covered by the May 8, 1969, agreement are available to Tex-Sol and Tex-Sol intends to explore them along with the original twelve concessions. The two additional concessions are identified as Elizabeth and Elizabeth Sucessivas and are part of the property described in the accompanying engineer's report. Messrs. Sykes and Keighley hold , at a cost of $1,000, the exclusive option to purchase the two said concessions for a total of $50,000 on or before April 23, 1971, and have the right during the option period to produce from the property upon payment of 12% royalty to the owners, in addition to a 9% payment to the government covering all royalties and taxes. If production during the option period exceeds 200 kilograms, the property must be firmly purchased.

Reference is made to the report of James A. Bates filed with the Toronto Stock Exchange, parts of which are reproduced herewith.

2. Head office address and any other office address.	Suite 607, 80 Richmond Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - V. N. Harbinson, 10 Benvenuto Place, Apt. B2, Toronto, Ontario. Mining and Oil Executive. Executive Vice-President and Director - F. Dale Corman, 5090 Lakeshore Road, Burlington, Ontario. Geologist. Vice-President and Director - Allan B. Block, 21 Dale Avenue, Toronto, Ontario. Executive. Vice-President and Director - Vernon A. Oille, 1 Rosedale Road, Apt. 308, Toronto, Ontario. Mining Engineer. Vice-President and Director - D. R. Wilson, 11 Maytree Road, Willowdale, Ontario. Mining Engineer. Secretary - John B. Sage, 51 Winston Grove, Toronto, Ontario. Corporate Secretary. Treasurer - Fred W. Pooley, 67 Sun Row Drive, Weston, Ontario. Accountant and Mining Analyst. Assistant Secretary - Mrs. K. J. Anderson, 24 Belmont Street, Toronto, Ontario. Secretary.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: $5,000,000 divided into 5,000,000 shares of the par value of $1 each Issued & outstanding: 2,400,001 shares
5. Particulars in respect of any bonds, debentures,notes,mortgages,charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under the agreement of May 8, 1969, referred to in Item 1 hereof, the Company has granted to Sykes and Keighley the option (provided that Tex-Sol exercises its option on the Tipuani property) to purchase 150,000 shares in the capital of the Company at the price of $1 per share or such other minimum price not less than $1 per share, as may be acceptable to the Toronto Stock Exchange and the Canadian Stock Exchange, exercisable in whole or in part on or before May 8, 1974.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Harry J. Sykes, Shawnee-On-Delaware, Pennsylvania, U.S.A. James R. Keighley, 9 Wainwright Avenue, Bay Ridge, Annapolis, Maryland, U.S.A.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to carry out a program of exploration and development of the Bolivia property recommended in the accompanying report of James A. Bates, estimated at $300,000 for road building and $300,000 for test drilling. The Company does not have adequate funds in treasury at the present time to carry out this program and the Directors will consider various avenues of financing and possible partnerships. In the meantime the Company will commence the recommended exploration work. In the event that the Company elects to enter into any partnership in connection with exploration and development work on the property, or to finance such exploration and development work itself, a statement of the Company's intentions in that regard will be given to, and published by, the Toronto Stock Exchange. The Company also holds mining properties in Bourlamaque Township, Quebec and in the Timmins area of Ontario. The Company does not intend to carry out exploration of the said properties except for such assessment work as may be required in order to keep the properties in good standing. No assessment work is required in the immediate future. Based upon the February 26, 1958 report of H. Brodie Hicks, P. Eng., on the Company's iron ore property near Avis Lake in Ontario, management has prepared its own evaluation of the deposit. This evaluation indicates that by open pit methods approximately one hundred and fifty million tons of ore could be mined to a depth of 500 feet, assuming a 55° pit wall slope and a waste-to-ore ratio of 2.3 to 1. This ore could produce approximately sixty million tons of iron ore pellets. If underground mining methods were to be employed, the tonnage could be more than doubled, since it has been estimated that the ore zone is open to depths below the 1,000 foot level. The costs of such an operation have not been estimated in detail and the Company has since retained an independant consultant to study the iron ore deposit further and to make his recommendations as to further dealings with the property. Following receipt of such recommendations the Company intends to negotiate with interested parties as to the development of the iron ore property to its maximum potential
10. Brief statement of company's chief development work during past year.	Other than examinations of the Tipuani property the only work carried out during the past year was the examination of a prospect in Mexico.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Senor Mercado, La Paz, Bolivia. Senor Del Villar, La Paz, Bolivia. Harry J. Sykes, Shawnee-On-Delaware, Pennsylvania, U.S.A. James R. Keighley, 9 Wainwright Avenue, Bay Ridge, Annapolis, Maryland, U.S.A.

FINANCIAL STATEMENTS

TEX-SOL EXPLORATIONS LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET - MAY 31, 1969
(unaudited)

ASSETS

Current		
Cash and short term deposit	$ 154,758	
Accounts receivable and accrued interest	760	$ 155,518
Mining claims (see note 1)		125,002
Deferred expenditures and other assets		
Preproduction expenditures	678,343	
Shares in another mining company at written down value	1	678,344
		$ 958,864

LIABILITIES

Current		
Accounts payable		$ 2,529
Capital (see note 2)		
Authorized: 5,000,000 shares of $1 par value		
Issued: 2,400,001 shares	$2,400,001	
Discount on issued capital	1,900,999	
	499,002	
Contributed surplus arising from reorganization in 1964	776,007	
	1,275,009	
Deficit	318,674	956,335
		$ 958,864

Approved on behalf of the Board of Directors:

_____, Director

_____, Director.

NOTES TO FINANCIAL STATEMENTS
MAY 31, 1969

1. Mining claims:

10 unpatented claims in Bourlamaque Township, Quebec, acquired for 200,000 shares of capital stock (as presently constituted)	$100,00
124 claims held under lease, Avis Lake Area, Ontario, acquired for cash	25,000
9 unpatented claims, Porcupine Mining Division, Ontario, acquired for cash (written down to nominal value in 1967)	1
17 unpatented claims, Porcupine Mining Division, Ontario, acquired for 200,000 shares of capital stock and $7,500 cash (written down to nominal value in 1967)	1
	$125,002

2. By an agreement dated May 8, 1969 the Company acquired an option to purchase twelve mineral concessions in Bolivia by payment of $76,000 on or before July 6, 1969. If the Company elects not to exercise the option, they are required to pay $20,000 to the optionors. In addition, the Company has the right to explore and work two adjoining mineral concessions under option to the optionors. If the Company exercises its option, the optionors, Messrs. Harry J. Sykes and James R. Keighley have been granted an option to purchase 150,000 treasury shares of the Company for a minimum of $1 per share, or such other price as may be acceptable to the necessary regulatory bodies, for a period of five years ending May 8, 1974.

TEX-SOL EXPLORATIONS LIMITED

Statement of Preproduction Expenditures

Five Months Ended May 31, 1969

Exploration and development		
Engineering fees, travel and other expenses re property Bolivia	$ 2,662	
Government fees and licences	1,319	$ 3,981
Administrative and general		
Head office accomodation, accounting and secretarial services	850	
Legal and audit fees	1,752	
Transfer agents fees and expenses	1,094	
Directors fees	400	
Stock Exchange fees	650	
Miscellaneous expenses	418	
	5,164	
Less interest income	4,241	923
Total expenditures for five months to May 31,1969		4,904
Balance deferred at beginning of year		686,380
		691,284
Deduct expenditures written off to deficit		
On Gaulin Township claims abandoned	9,022	
Investigation of property prospects - Mexico	3,919	12,941
Balance deferred at May 31, 1969		$ 678,343
Summary of expenditures deferred		
Exploration and development		
Bourlamaque Township, Quebec		$ 122,418
Avis Lake Area, Ontario		449,020
Bolivian properties		2,662
		574,100
Administrative and general		104,243
		$ 678,343

Statement of Deficit

To May 31, 1969

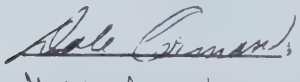
Balance at beginning of period	$ 303,983
Additions during period	
Cost of claims abandoned or written down	1,750
Exploration and administrative expenditures written off	12,941
Balance at end of period	$ 318,674

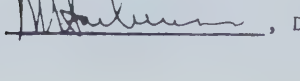
Statement of Source and Application of Funds

Five Months Ended May 31, 1969

Source of funds	Nil
Application of funds:	
Exploration, general and administrative expenditures	$ 4,904
Payments to acquire option on mining claims	-
	4,904
Decrease in working capital	(4,904)
Working capital at beginning of period	157,893
Working capital at end of period	$ 152,989

Approved on Behalf of the Board of Directors:

 , Director

 , Director

ENGINEER S REPORT

NOTE-The following are excerpts from a report by James A. Bates, B.Sc., P.Eng., dated June 24th, 1969, on concession options in the Tipuani River Valley of Bolivia. A copy of this report is on file with The Toronto Stock Exchange.

SUMMARY

Tex-Sol Exploration Limited has options on extensive gold-bearing placer deposits along the Tipuani River in Bolivia. The gold placers of this region have been worked for gold since Inca times. Mining of these placers is continuing today. Mining methods are antiquated and no real attempt has been made to test-drill portions of the area and prove large tonnages.

The writer visited the area in June, 1969. The properties optioned by Tex-Sol were examined and character samples were taken from some of the placer gravels. Calculated gold values range from nil to $ 134 (Cdn.) per cubic yard. These values are comparable to assays obtained from samples taken by H. Freydanck. of the United Nations, as reported in his 1965 report.

Gold occurs in large glacial gravel deposits, in old stream channels within the glaciers and in the gold river channel of the Tipuani River. High-grade lenses occur in the present river gravel which is 100 feet deep in places.

The Tex-Sol optioned concessions are considered to present excellent exploration potential. There is a good possibility of developing a large reserve of gold placer ore. The political climate for foreign investment has improved in recent years, and North American companies are presently doing well. The present tax structure applicable to the gold from these deposits consists of 9% royalty and a 20% withholding tax on dividends paid to shareholders out of Bolivia. An exploration programme to test the properties is fully warranted.

No road access exists to the properties optioned by Tex-Sol. Some of the properties are very large and can only be properly tested by using heavy drilling equipment. A road to the property from Unutuluni (approximately 12 miles) is estimated to cost in the order of $ 300,000.

Following completion of the road, a drilling programme to test the deposits is recommended at an estimated cost of $ 300,000.

It is recommended that Tex-Sol exercise their options with a view to financing the road building and drill exploration programme recommended. If certain other concessions, presently being negotiated, are optioned, the recommendations above would be changed in detail, but not in substance.

OBSERVATIONS AND CONCLUSIONS

1. This project was approached with a degree of scepticism based on the general Canadian view that some Latin American countries are unreliable politically and tend to treat North American capital investment as an opportunity for nationalization. In addition, the difficulty of test-proving a placer deposit in a remote area with no access road and in rugged terrain made the development seem very difficult.

2. In travelling on foot and by jeep from Tipuani, upstream to Chusi and return over a period of seven days, and a river length of 25 miles, it has been concluded that billions of cubic yards of glacial gold placer deposits exist. Many of these have been mined in a very small way with sluicing, by the Spanish in colonial days, and more recently, by native Bolivian Indians.

3. Glacial streams, cutting through these gravels, remnants of the old Tipuani river bed, and the present bed of the Tipuani, carry concentrations of gold from these glacial gravels which are presently being worked by various groups, both Bolivian and foreign.

4. The glacial gravels, river channels within the glacial gravels, a bench forming a remnant of the old Tipuani river channel and the present Tipuani river channel were all sampled, within the optioned holdings of the Tex-Sol group. Every sample taken was carefully panned and visible gold was apparent in each sample. These samples are presently being analysed at Lakefield Research.

5. At Chusi, on the Mecolo property, one glacial placer has been surveyed by others and is roughly estimated to contain 60 million cubic yards. This area was surface trenched by W. R. Grace and Company. A 1,200-foot tunnel at bedrock was sampled by Watts, Griffis and McOuat Limited and carries high-grade coarse gold.

6. Many United States and a few Canadian companies have operated successfully for many years in Bolivia. Two of these, South American Placers and Condor Mining Inc., are operating on the Tipuani River. From discussion with Col. V. D. Leurhing of Condor Inc., it has been established that this Company has been able to work successfully without government interference. All taxes are incorporated under a 9% royalty deducted from the sale of gold at world market price to Banco Minero. Claim rights on the Tipuani have been honoured by successive governments since the 1930's. It is concluded that the existing tax structure in Bolivia gives the gold mining investor a greater opportunity for profit than presently exists in Canada. Future intentions of the governments of both these countries remain obscure in relation to taxation. There is no present indication of a change in the status quo in Bolivia.

7. Weather conditions are comfortable for North Americans, and a year-round operation is possible.

8. Native labour is available in the valley. These men are intelligent, but uneducated, hard working and display a pride in their work.

9. With the exception of United Nation's testing, which was essentially surface sampling, no detailed sampling has been done in the Tipuani valley. Work to-date has been by antiquated methods, with no proven reserves ever developed.

10. Before the Tex-Sol claim options can be tested properly, a bulldozer road will be required. Reserves can only be established after this road is built and proper test equipment is taken in to the property.

11. Patented claims, other than these under option, may be available for purchase. Some of these appear to be excellent prospects.

RECOMMENDATIONS

1. The claims held under option have gold-bearing glacial and river bed placers within their boundaries - some of these having been worked in Inca times. These placers represent enormous volume, and each one tested carried visible gold. It is recommended that Tex-Sol exercise its options and acquire these properties.

2. Test results from the work done by W. R. Grace and Company at Chusi should be acquired, if possible. Failing this, the surface pits should be cleaned out and re-sampled.

3. Old workings should be pumped out, ventilated, and sampled in detail. This work is now in progress.

4. Geological study, including line cutting and surveying, should continue, so that each deposit can be outlined and an approximate volume calculated.

5. A road should be built from Unutuluni to Chusi, test equipment brought in and the deposits showing the most promise should be tested. Based on character sampling on this recent trip, sampling by the United Nations as reported by Heinz Freydanck, and the success of present operators, it is concluded that the chance of finding large glacial deposits of ore grade is excellent.

6. The Company should budget for a $ 300,000 road building programme. and a $ 300,000 test drilling programme to carry out the necessary testing of these deposits. This programme is considered justified, irrespective of the results of Items 2 and 3.

7. The possibility of acquiring options on other properties in the area should be investigated. Should certain of these properties be optioned, the recommended programme would be changed from that presented here.

Respectfully submitted,

James A. Bates, B.Sc., P.Eng.

Toronto, Ontario.
June 24th, 1969.

HISTORY

The gold placer deposits of the Tipuani Valley have been worked since Inca Times. Old Inca workings are visible today. One present-day operation at the Village of Tipuani has uncovered tunnels of both Inca and Spanish times.

During the 1930's and continuing to 1952, the Aramayo Company operated an extensive section of the river and adjacent valleys, upstream from the Village of Tipuani. Records of their production are not available. A power plant installed by them, continues to operate and supply power for local, native mining operations under the river. This power line extends for a distance of approximately 18 miles along the river. The Aramayo Company lost their concessions in 1952, reportedly because they were flying a portion of their gold to Peru to avoid Bolivian government royalty payments. The old Aramayo holdings were turned over to a Workers Co-Operative and continues to be worked in a haphazard fashion by the native Bolivians in the area. At the Village of Tipuani, a small American company, Condor Mining Inc., has operated a placer deposit along the river in a small way since 1966. South American Placers are operating a dredge in the river about 40 miles below the Village of Tipuani and are reported to be averaging 50¢ - 60¢ U.S. per cubic yard. All of the work done to-date does not begin to tap the potential of the placer gold reserves along the Tipuani. Small adits driven along certain high-grade lenses in the gravels, dating back to Inca times, might be considered equivalent to exploration drifts in a modern day exploration programme. The few sluicing operations in some of the large glacial placers are negligible in size compared with the untested volumes of glacial gravels remaining along the side slopes of the Tipuani Valley.

The United Nations worked in the area from 1963 to 1967-1968 and this work is reported on by Heinz G. Freydanck. The United Nations' work was never completed. The Bolivian government failed to meet their financial obligations to the United Nations' project and the work was terminated.

PROPERTY

The properties under option by Tex-Sol are listed as follows:

Mineral Concession	1	Mécolo
Mineral Concession	2	Barryan
Mineral Concession	3	Audacia
Mineral Concession	4	Dem Audacia
Mineral Concession	5	Copacabana
Mineral Concession	6	Dario
Mineral Concession	7	Complemento Dario
Mineral Concession	8	Santa Eleva
Mineral Concession	9	Complemento Santa Eleva
Mineral Concession	10	California
Mineral Concession	11	Nuevo Horizonte
Mineral Concession	12	Dora

These properties are located, as indicated, on the property location map accompanying this report. The Copacabana and Dora concessions have not been located on the map, as the information provided did not include the orientation of these two areas, with respect to the others. Each concession has been independently located by a government surveyor. In each case, the magnetic north line has been used for orientation. In plotting the concession locations on the map, survey discrepanceis are apparent, and these have been noted on the map as they occur. The Tipuani River channel runs almost continuously through the concessions. The old Aramayo holdings, now worked intermittently by the Workers Co-Operative, appears to extend upstream to the Tex-Sol concessions.

The entire Tipuani Valley is now included in a reserve gold area which can only be developed through a concession agreement with the Bolivian government. Concessions granted prior to this regulation are honoured by the government. The Workers Co-Operative holdings, the Tex-Sol options, Condor Mining Inc., concessions, and the South American Placer ground, all represent concessions granted prior to the new ruling. The legislation governing the granting of concessions was enacted in 1967, and is known as The Reserva Fiscal Act.

LOCATION AND ACCESS

The Tex-Sol concession options are located in the Tipuani River Valley in Bolivia. They extend from a point 10 miles upstream from the Villiage of Tipuani for a distance of 7.5 miles which includes approximately 10 miles of river channel. The Village of Tipuani has an airstrip capable of landing a DC-3 aircraft and the flight from La Paz is 35 minutes, and represents a distance of approximately 65 miles. It is reported that the road from La Paz to Tipuani will be completed in August of this year. Bridges on this road are designed for a ten-ton truck. In places the rivers must be forded and this road may not be travelled in high water periods.

From Tipuani to the Village of Unutuluni, a poorly maintained, single-track jeep road, built in the 1930's by the Aramayo Company, is being used for local cartage. Beyond the Village of Unutuluni a hazardous foot trail, the remnant of a stoned road built by the Incas, serves for human and mule transportation. This road is so difficult that a mule can carry a maximum of 100 pounds and a native Indian carries 85 pounds. The Village of Chusi on the Tex-Sol options, is a two day walk from Unutuluni and a two day walk from Sorata, a village upstream from Chusi and connected by road to La Paz. The Tex-Sol options have had very little work done on them. It is assumed that this is chiefly due to their difficult accessibility. Every pound of food, not grown locally, must be carried in over mountain trail, and every piece of equipment and every gallon of fuel must be handled in the same way. No substantial mine development is possible without a road for low cost transportation of equipment and supplies.

The Village of Chusi has a short landing strip suitable for helicopter. Another helicopter strip is available along the river on the Elizabeth property.

ESTIMATED COSTS OF RECOMMENDED PROGRAMME

ROAD

Unutuluni to Property - 12 miles at $ 20,000 per mile	$ 240,000
- Allowance for bridges	60,000
TOTAL	$ 300,000

TESTING

Mobilization of Equipment and shipping from North America	$ 20,000
Drilling - 12,000 feet at $ 12 per foot	144,000
Assaying and metallurgical testing	30,000
Engineering, supervision and management	60,000
Miscellaneous trenching, drifting, surveying, etc.	46,000
TOTAL	$ 300,000

CERTIFICATE

I, James Andrew Bates, hereby certify:

1. That I am a Professional Engineer and reside at 35 Groveland Crescent, Don Mills, Ontario.

2. That I am a member of the Association of Professional Engineers of Ontario.

3. That I graduated from Queen's University, Kingston, Ontario in 1949 with the degree of Bachelor of Science in Mining Engineering.

4. That I have been engaged in mining, metallurgical and geological work continuously for 20 years.

5. That I have no personal interest, nor do I expect to receive any interest directly or indirectly in the property or in the securities of Tex-Sol Exploration Limited.

6. That the foregoing report is based on information obtained from a personal trip to the Tipuani Valley from June 2nd to June 9th, sampling of placer deposit on the Tex-Sol optioned claims, discussions with present and previous operators on the Tipuani, discussions with the United Nations in New York and a study of the United Nation's report by Heinz G. Freydanck.

Toronto, Ontario.
June 24th, 1969.

James A. Bates, B.Sc., P.Eng.,

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	No person or company other than the vendors named above are known to have received or to be entitled to a greater than 5% in the consideration.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	165,000 shares are held in escrow subject to release on the prior written consents of The Toronto Stock Exchange, the Canadian Stock Exchange and the Directors and subject to transfer, hypothecation or other alienation within the escrow on the prior written consents of The Toronto Stock Exchange and the Canadian Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	V. N. Harbinson, 10 Benvenuto Place, Apt. B2, Toronto, Ontario. — 27,500 shares Vernon A. Oille, 1 Rosedale Road, Apt. 308, Toronto, Ontario. — 27,500 shares F. Dale Corman, 5090 Lakeshore Road, Burlington, Ontario. — 27,500 shares W. L. Matthews, 247 Forest Hill Road, Toronto, Ontario. — 27,500 shares D. R. Wilson 11 Maytree Road, Willowdale, Ontario. — 27,500 shares Allan B. Block, 21 Dale Avenue, Toronto, Ontario. — 27,500 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Hector M. Chisholm & Co. Limited, 82 Richmond Street West, Toronto, Ontario. — 139,650 shares Richardson Securities of Canada, 173 Portage Avenue, Winnipeg, Manitoba — 120,528 shares Prosser Investments Limited, Suite 403, 62 Richmond Street West, Toronto, Ontario. — 106,100 shares Thomson and McKinnon, 55 Yonge Street, Toronto, Ontario. — 103,426 shares Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario. — 70,973 shares Note: The Company has no knowledge as to the ownership of the above shares, except that Prosser Investments Limited is no longer the beneficial owner of any shares of the Company. The signatories hereto understand that the holdings of the directors of the Company are as follows, which holdings are held in "street form" and may comprise part of the above listed shares: V. N. Harbinson — 47,500 free shares F. Dale Corman — 47,500 free shares Allan B. Block — 94,700 free shares Vernon A. Oille — 47,500 free shares D. R. Wilson — 47,500 free shares

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person or company, to the knowledge of the signatories hereto, who beneficially holds sufficient shares to materially affect control of the Company. The present directors of the Company, by virtue of their position as officers and directors and by virtue of their own shareholdings, may be in a position to materially affect control of the Company through proxy solicitation, although their holdings, even if considered a group, would not be sufficient to materially affect control of themselves.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are in the course of primary distribution to the Company.

DATED June 23, 1969.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

TEX-SOL EXPLORATIONS LIMITED

"A.B. Block" Per: _____ CORPORATE SEAL

"J.B. Sage" Per: _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

_____

_____